

ORIGINAL

OCCIDENTAL PETROLEUM CORPORATION

10889 WILSHIRE BOULEVARD, SUITE 1500
LOS ANGELES, CALIFORNIA 90024

879-1700-477-0066

RECORDATION NO. 12693-4
Filed 142b

RECORDATION NO. 12693-1
Filed 142b

JAN 27 1981 -11 45 AM

JAN 27 1981 -11 45 AM

JAN 27 1981

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION Washington, D. C.

Secretary of the Interstate Commerce Commission
Washington, D.C.

Dear Mr. Secretary:

Accompanying this letter and presented to you for
recordation pursuant to the Interstate Commerce Act, 49 U.S.C.
§11303, is the following document:

AMENDMENT AGREEMENT

dated as of January 20, 1981
by and between:

Owner Trustee:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84111

Loan Trustee:

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee:

Occidental Barging Corporation
10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

Buyer:

HCCM, Inc.
10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

This Amendment Agreement pertains to a Trust Indenture and
Security Agreement (recordation number 12693), Equipment Lease
(recordation number 12693A) and Purchase Agreement Assignment
(recordation number 12693D), which were recorded in connection
with the leveraged lease of one-hundred and ninety six 13,500
gallon liquid sulfur tank cars, A.A.R. Mechanical Designation
111A100W1, bearing the identification marks "OCCX 2001" to

Countyside

Carlyle C. R. h.

RECORDATION NO. 12693-4
Filed 142b
JAN 27 1981 -11 45 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12693-1
Filed 142b
JAN 27 1981 -11 45 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12693-1
Filed 142b
JAN 27 1981 -11 45 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12693-1
Filed 142b
JAN 27 1981 -11 45 AM
INTERSTATE COMMERCE COMMISSION

RECORDED
INDEXED
JAN 27 1981

"OCCX 2196" respectively. Each tank car was manufactured according to the specification sheet attached as Exhibit A. The Amendment Agreement limits the subject leverage lease transaction to such cars bearing the reporting marks "OCCX 2001" to OCCX 2150" consecutively and releases from such transaction those cars bearing the reporting marks "OCCX 2151" to "OCCX 2196" consecutively.

Also enclosed and presented to you for recordation are the following documents in connection with the leveraged lease of 46 liquid sulfur tank cars.

1. TRUST INDENTURE AND SECURITY AGREEMENT, dated as of January 20, 1981 and by and between:

Owner Trustee:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84125

Loan Trustee:

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84125

2. EQUIPMENT LEASE AGREEMENT, dated as of January 20, 1981 and by and between:

Lessee:

Occidental Barging Corporation
10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

Lessor:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84125

3. GUARANTEE, dated as of January 20, 1981, by:

Guarantor:

Occidental Petroleum Corporation
10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

4. TRUST AGREEMENT, dated as of January 20, 1981, by and between:

Trustor:

IRFC Leasing #5 Corp.
80 Century Road
Paramus, New Jersey 07652

Trustee:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84125

5. PURCHASE AGREEMENT ASSIGNMENT, dated as of January 20, 1981

Assignor:

HCCM, Inc.
dba Hooker Chemical Company
10889 Wilshire Boulevard, Suite 1500
Los Angeles, California 90024

Assignee:

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84125

Lessee:

Occidental Barging Corporation
10889 Wilshire Boulevard
Los Angeles, California 90024

Manufacturer:

Richmond Tank Car Company
1700 West Loop South
Houston, Texas 77027

This leveraged lease involves forty-six 13,500 gallon liquid sulfur tank cars, manufactured by Richmond Tank Car Company of Houston, Texas. The cars have an A.A.R. mechanical designation of 111A100W1 and will bear the identification marks "OCCX 2151" to OCCX 2196" consecutively. Each tank car is manufactured according to the specification sheet attached hereto as Exhibit A.

Page Four

This equipment is new and unused and, to my knowledge, the only previously recorded security instruments respecting such equipment are the Trust Indenture and Security Agreement, Equipment Lease, Trust Agreement, Guarantee and Purchase Agreement Assignment, all dated December 1, 1980 and having recordation numbers 12693-12693D respectively. Upon recordation, the Amendment Agreement presented to you above releases said equipment, to my knowledge, from all previously recorded security instruments.

Please return the original copy of each document to:

Thelen, Marrin, Johnson & Bridges
Two Embarcadero Center
San Francisco, California 94111

Attention: David P. Graybeal, Esq.

Very truly yours,

OCCIDENTAL PETROLEUM CORPORATION

By



Ronald B. Casriel
Vice President and Treasurer

cc: David P. Graybeal, Esq.

SCHEDULE B

EQUIPMENT LEASE AGREEMENT

EQUIPMENT

Type: 13500 gallon nominal capacity liquid sulfur tank cars, D.O.T. #111A100W1, manufactured by Richmond Tank Car Company

A.A.R. Mechanical Designation: D.O.T. #111A100W1

Builder's Specifications 100 ton, exterior coils, est. lt. wt. 63,600, 6"-3/4# Density Fiberglass insulation, 3/16" F & D Heads, 11 Ga. steel welded shell, Length over strikers - 41'4", Truck centers 30'4", OAL:37'-7, AAR M-901-E Draft Gear, Truck mounted W/ABD airbrakes, Vertical handwheels, 52600-HT Couplers, Y-40A-HT Yokes, 100-ton Barber Trucks, 5'-10" wheelbase with 3 11/16" Spring Travel, 6 1/2" x 12" Roller type bearings, Steel H-36 Class "U" wheels, unlined, 4" carbon steel steam jacketed ball valve bottom outlet

Quantity: 46

Unit Base Price: 54,916

Total Base Price 2,526,136

Reporting Marks: OCCX 2151-2196

Interstate Commerce Commission

Washington, D.C. 20423

1/27/81

OFFICE OF THE SECRETARY

Ronald B. Casriel
Vice President & Treasurer
Occidental Petroleum Corp.
10889 Wilshire Boulevard Suite 1500
Los Angeles, Calif. 90024

Dear **Sir:**

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/27/81** at **11:45am**, and assigned re-
recording number (s).

12693-E

12693-F

12693-G

12693-H

12693-I

12693-J

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

RECORDATION NO. 12693 E Filed 1429

COUNTERPART

JAN 27 1981 -11 45 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT

Dated January 20, 1981

Between

FIRST SECURITY STATE BANK
as Trustee of Occidental Barging Corporation
Trust No. F-318L,

Owner Trustee,

FIRST SECURITY STATE BANK
OF UTAH, N.A.

Loan Trustee,

OCCIDENTAL BARGING CORPORATION,

Lessee

HCCM, INC.,

Buyer

Filed and recorded with the Interstate Commerce Commission pursuant to the
Interstate Commerce Act, 49 U.S.C. § 11303, on January ____, 1981, at
_____, recordation number _____.

AMENDMENT AGREEMENT

This AMENDMENT AGREEMENT dated as of the 20th day of January, 1981, by and between FIRST SECURITY STATE BANK, a Utah banking corporation, not in its individual capacity, but solely as trustee (herein designated "Owner Trustee") under the Trust Agreement, dated as of December 1, 1980, with Ingersoll-Rand Financial Corporation, a Delaware corporation as trustor, (herein designated "Trustor"), FIRST SECURITY BANK OF UTAH, N.A., a national banking association, in its individual capacity and as trustee (herein designated "Loan Trustee"), acting as agent for the State of Wisconsin Investment Board (herein designated "Purchaser"), OCCIDENTAL BARGING CORPORATION, a California corporation (herein designated "Lessee"), and HCCM, INC., a California corporation (herein designated as "Buyer").

W I T N E S S E T H :

WHEREAS, the Owner Trustee and Loan Trustee have entered into a Trust Indenture and Security Agreement, dated as of December 1, 1980 (the "Indenture");

WHEREAS, the Owner Trustee and Lessee have entered into an Equipment Lease dated as of December 1, 1980 (the "Lease");

WHEREAS, the Owner Trustee, Lessee, and Buyer have entered into a Purchase Agreement Assignment dated as of December 1, 1980 (the "Assignment");

WHEREAS, the Indenture, Lease and Assignment were recorded with the Interstate Commerce Commission pursuant to U.S.C. §11303 on December 31, 1980 and were assigned recordation numbers 12693, 12693A and 12693D respectively;

WHEREAS, the parties hereto desire to exclude from the Indenture and the Lease certain railroad equipment which has not been delivered and accepted by the Owner Trustee under the Lease nor made subject to the security interest of the Loan Trustee under the Indenture;

WHEREAS, the Trustor has authorized and instructed the Owner Trustee to execute this Amendment Agreement as evidenced by its instruction attached hereto as Exhibit A; and

WHEREAS, the Purchaser has authorized and instructed the Loan Trustee to execute this Amendment Agreement as evidenced by its instruction attached hereto as Exhibit B.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The Indenture and the Lease are hereby amended to exclude from Schedule A to the Indenture and Schedule B to the Lease forty-six 13,500 gallon nominal capacity liquid sulfur tank cars, A.A.R. Mechanical Designation 111A100W1, bearing reporting marks OCCX and numbered 2151-2196.

2. There shall be no adjustment of rents under Section 5(d) of the Lease on the basis that fewer than 191 Units were delivered and accepted under the Lease or on the basis that any Units delivered and accepted in 1981 were delivered and accepted prior to January 19, 1981, provided that at least 41 Units shall have been delivered and accepted on or after January 27, 1981 under that Equipment Lease, dated January 20, 1981, by and between the Owner Trustee as lessor, not in its individual capacity but solely as trustee under that Trust Agreement dated as of January 20, 1981 with IRFC Leasing #5 Corp., a Delaware corporation, as trustor (said trust being designated "Occidental Barging Corporation Trust No. F-318L-2"), and Lessee.

3. The Assignment is hereby amended to limit and restrict its application only to such equipment which has been delivered and accepted under the Lease as of the date hereof.

4. This Amendment Agreement will be promptly recorded with the Interstate Commerce Commission pursuant to the Interstate Commerce Act, 49 U.S.C. § 11303.

5. Except as amended hereby, the Indenture, the Lease and the Assignment shall remain unaltered and in full force and effect.

6. The terms of this Amendment Agreement and all rights and obligations hereunder shall be governed by and construed in accordance with the laws of the State of Utah insofar as such terms, rights and obligations pertain to the Indenture and in accordance with the laws of the State of California insofar as such terms, rights and obligations pertain to the Lease or the Assignment; provided however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year above written.

FIRST SECURITY STATE BANK,
not in its individual capacity,
but solely as Owner Trustee

By: [Signature]
Title: Trust Officer

[Corporate Seal]

Attest: Bandy K. Marshall

FIRST SECURITY BANK OF UTAH, N.A.,
Loan Trustee

By: [Signature]
Title: CORPORATE TRUST COUNSEL

[Corporate Seal]

Attest: [Signature]

OCCIDENTAL BARGING CORPORATION,
Lessee

By: _____
Title

[Corporate Seal]

Attest: _____

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 23rd day of January, 1981 before me personally appeared Johanna R. Sager, to me personally known, who being by me duly sworn, says that he is a _____ of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the seal of said Utah banking corporation, that said instrument was signed and sealed on behalf of said Utah banking corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Utah banking corporation, not in its individual capacity but solely as Owner Trustee.

Hazel V. Lloyd
Notary Public

My Commission expires June 10, 1984

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On this 23rd day of January, 1981 before me personally appeared Mary Ann Mc Lee to me personally known, who being by me duly sworn, says that she is a CORPORATE TRUST OFFICER of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument as the free act and deed of said national banking association, both in its individual capacity and as Loan Trustee.

Hazel V. Lloyd
Notary Public

My Commission expires June 10, 1984

7. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year above written.

FIRST SECURITY STATE BANK,
not in its individual capacity,
but solely as Owner Trustee

By: _____
Title: _____

[Corporate Seal]

Attest: _____

FIRST SECURITY BANK OF UTAH, N.A.,
Loan Trustee

By: _____
Title: _____

[Corporate Seal]

Attest: _____

OCCIDENTAL BARGING CORPORATION,
Lessee

By: RB Blair
Title: _____

[Corporate Seal]

Attest: Lawrence

HCCM, INC.,
Buyer

By: RB Casnel
Title:

[Corporate Seal]

Attest: [Signature]

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 23rd day of Jan. 1981 before me personally appeared R. B. Casriel, to me personally known, who being by me duly sworn, says that he is a V.P. Treasurer of Occidental Barging Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Betty Jo Baty
Notary Public

My Commission expires _____

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 23rd day of Jan. 1981 before me personally appeared R. B. Casriel, to me personally known, who being by me duly sworn, says that he is a V.P. Treasurer of HCCM, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Betty Jo Baty
Notary Public

My Commission expires _____

EXHIBIT A

INSTRUCTION OF TRUSTOR TO OWNER-TRUSTEE

First Security State Bank
79 South Main Street
Salt Lake City, Utah 84111

Attention of Corporate Trust Department

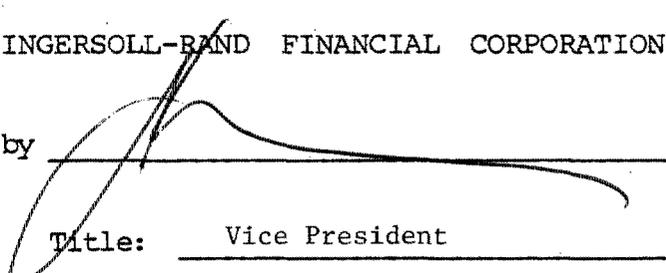
Dear Sirs:

Reference is made to a Trust Agreement dated as of December 1, 1980, between the undersigned and you, as Trustee (the "Trust Agreement"). We instruct you to enter into an Amendment Agreement dated as of January 20, 1981, amending the Indenture, the Lease and the Assignment (as each is defined in the Trust Agreement) in the form to which this instruction is attached.

Very truly yours,

INGERSOLL-RAND FINANCIAL CORPORATION

by



Title: Vice President

Date: January 26, 1981

[Corporate Seal]

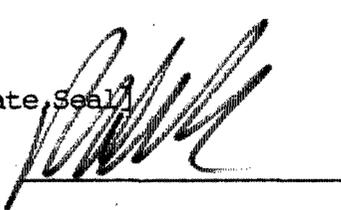
Attest: 

EXHIBIT B

INSTRUCTION OF PURCHASER TO LOAN TRUSTEE

First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Attention of Corporate Trust Department

Dear Sirs:

Reference is made to a Participation Agreement dated as of December 1, 1980, between the undersigned, certain other parties and you, as Loan Trustee (the "Participation Agreement"). We instruct you to enter into an Amendment Agreement dated as of January 20, 1981, amending the Indenture, the Lease and the Assignment (as each is defined in the Participation Agreement) in the form to which this instruction is attached.

Very truly yours,

STATE OF WISCONSIN INVESTMENT BOARD

by

Kenneth E. Collin

Title:

KENNETH E. COLLIN, EXECUTIVE DIRECTOR
STATE OF WISCONSIN INVESTMENT BOARD

Date:

1-23-81